

**First Union Rail Corporation**

One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, Illinois 60018-4214  
847 318-7575  
Fax 847 318-7588

RECORDATION NO 22260 FILED

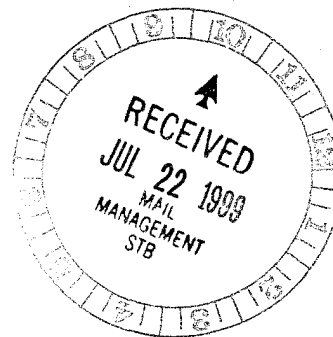
JUL 23 77

10-00AM

VIA FEDERAL EXPRESS



July 21, 1999



Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated February 3, 1999, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: CSX Transportation, Inc.  
500 Water Street  
Jacksonville, FL 32202

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A, as attached to such Memorandum.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

Tiffany Chase  
Manager of Documentation

Enclosures

(CSXT0022)

ASSIGN: CSXT022

RECORDATION NO 22260 FILED

JUL 23 99

10:00AM

**Memorandum of Lease**

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 3rd day of February, 1999, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and CSX Transportation, Inc., A Virginia corporation ("Lessee").

**W I T N E S S E T H:**

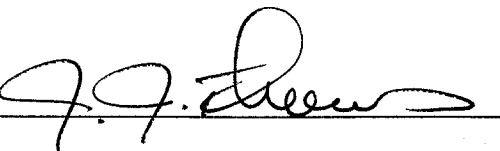
The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of January 16, 1995, whereby Lessor has agreed to lease to Lessee certain railcars being described in more particular on Exhibit A attached hereto, effective as of the date set forth above and subject to the terms, conditions and provisions of said Agreement.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

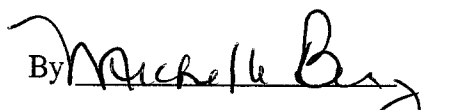
FIRST UNION RAIL CORPORATION

ATTEST:

By: 

Name: JACK THOMAS

Title: President

By:   
Name: Michelle Berg  
Title: Office Manager

[CORPORATE SEAL]

Executed on this 19 day of April, 1999.

LESSEE:

CSXT TRANSPORTATION, INC.

ATTEST:

By: *[Signature]*

Name: James Tilley

Title: Asst Treas

By: *[Signature]*

Name: JOYCE A. WATERS

Title: Assistant Secretary

Executed on this 9<sup>th</sup> day of April, 1999.

[CORPORATE SEAL]

STATE OF Florida

COUNTY OF Duval

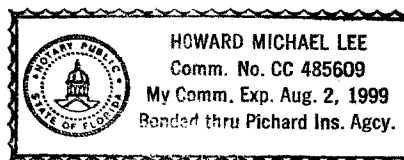
I, Howard Michael Lee, a Notary Public in and for said state and county, certify that James Tilley personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease Agreement.

WITNESS my hand and official stamp or seal, this 9<sup>th</sup> day of April, 1999.

*Howard Michael Lee*  
Notary Public

My Commission Expires:

August 2 1999  
(Notary Public)



STATE OF Illinois

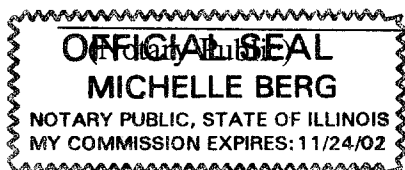
COUNTY OF Cook

I, Michelle Berg, a Notary Public in and for said state and county, certify that John J. Thomas personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 19 day of April, 1999.

Michelle Berg  
Notary Public

My Commission Expires:



**EXHIBIT A**  
**to**  
**Memorandum of Lease**

NUMBER OF CARS:        One hundred fifty cars (150)

DESCRIPTION OF CARS: Open top hoppers 5100 cfc

CAR NUMBERS:         CSXT 434260 - 434409